

**RESOLUTIONS ADOPTED BY THE
BOARD OF DIRECTORS
OF
VIDEO MONITORING SERVICES OF AMERICA, INC.**

The Board of Directors of VIDEO MONITORING SERVICES OF AMERICA, INC., a New York corporation (the "Corporation") hereby takes the following actions on behalf of the Corporation as the General Partner of Video Monitoring Services of America, LP, a New York limited partnership (the "Partnership"), as of the 24 day of August, 2011, at a duly called meeting of the Board of Directors of the Corporation pursuant to and in accordance with the Corporation's Certificate of Incorporation and By-Laws and in accordance with the provisions of the General Corporation Law of New York, as amended. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Limited Partnership Agreement of the Partnership dated as of March 8, 2004 (the "Partnership Agreement").

The Partnership

RESOLVED, in light of the Partnership's current financial condition, the Corporation, as General Partner of the Partnership, has investigated, discussed and considered all options for addressing the Partnership's financial challenges and, after consultation with its advisors and other Partners of the Partnership, has concluded, that it is in the best interests of the Partnership, its creditors and other interested parties that a petition be filed by the Partnership seeking relief under the provisions of Chapter 7 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that David Stephens, his capacity as the Chief Executive Officer and President of the Corporation, or such other officer of the Corporation as he shall designate (the "Officer"), is hereby authorized, empowered and directed, on behalf of the Corporation in its capacity as the General Partner of the Partnership, to execute and verify a petition under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time and in such form as said Officer executing the same shall determine; and it is further

RESOLVED, that the consent and approval herein of the Partnership's Chapter 7 case constitutes the definitive, conclusive and final approval of the Corporation, as a General Partner of the Partnership, pursuant to the Partnership Agreement, and any actions taken pursuant to the resolutions herein shall not require any further consent or approval by the Corporation; and it is further

RESOLVED, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. is hereby retained as attorneys for the Partnership in connection with the bankruptcy proceeding authorized herein; and it is further

RESOLVED, that the financial advisory firm of J.H. Cohn, LLP is hereby retained as financial advisor for the Partnership; and it is further

RESOLVED, that the Officer be and hereby is authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, at such time and in such form as said Officer executing the same shall determine, and in that connection to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds which he deems necessary, proper or desirable in connection with the Partnership's Chapter 7 case, with a view to the successful prosecution of such case; and it is further



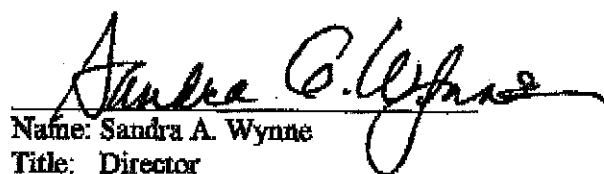
RESOLVED, that the Officer be and hereby is authorized, empowered and directed, in the name and on behalf of the Corporation, in its capacity as the General Partner of the Partnership, to execute and deliver appropriate agreements, instruments or documents, including without limitation, financing arrangements and amendments to organizational documents or to take such other action as in the judgment of such Officer shall be or become necessary, proper or desirable to effectuate the foregoing resolutions, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and it is further

RESOLVED, that all actions lawfully done or actions lawfully taken by the Officer to seek relief on behalf of the Corporation, in its capacity as the General Partner of the Partnership, under Chapter 7 of the Bankruptcy Code and any matter related thereof, be and hereby are adopted, ratified, confirmed and approved; and it is further

RESOLVED, that any and all past actions heretofore in the name of the Corporation, in its capacity as the General Partner of the Partnership, in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

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**BOARD OF DIRECTORS OF VIDEO MONITORING
SERVICES OF AMERICA, INC.**


Name: Robert C. Waggoner
Title: Director
Name: Frederick J. Wynne
Title: Director
Name: Sandra A. Wynne
Title: Director